

Law Offices of

CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080  
Telephone (312) 845-3000  
Facsimile (312) 701-2361  
chapman.com

Salt Lake City  
50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

October 25, 2001

RECORDATION NO. 18768-D FILED

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

OCT 26 '01 2-08 PM

SURFACE TRANSPORTATION BOARD

Re: The Indiana Rail Road Company  
Second Amended and Restated Credit Agreement  
Dated as of September 28, 2001

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Amended and Restated Security Agreement and Personal Property and Fixtures Mortgage, dated as of September 28, 2001, between The Indiana Rail Road Company, as debtor (the *Company*), and Harris Trust and Savings Bank, as secured party (the *Bank*).

The enclosed document is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents, and is a Memorandum of an Amended and Restated Security Agreement and Personal Property and Fixtures Mortgage which amends and restates in its entirety that certain Security Agreement and Personal Property and Fixtures Mortgage dated as of April 1, 1994 between the Company and the Bank which was recorded with the Interstate Commerce Commission on April 15, 1994 at 9:25 a.m., Recordation No. 18768-A.

The names and addresses of the parties to the enclosed document are as follows:

Company: The Indiana Rail Road Company  
101 West Ohio Street, Suite 1600  
Indianapolis, Indiana 46204  
Attention: Thomas G. Hoback

Bank: Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, Illinois 60603  
Attention: Helen Dimitriou

The equipment covered by the aforesaid Memorandum of Amended and Restated Security Agreement and Personal Property and Fixtures Mortgage consists of **all equipment now owned or hereafter acquired** by the Company.

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A short summary of the document to appear in the index follows:

Memorandum of Amended and Restated Security Agreement and Personal Property and  
Fixtures Mortgage dated as of September 28, 2001 between The Indiana Rail Road Company  
and Harris Trust and Savings Bank.

A fee of twenty-eight dollars (\$28.00) is enclosed. Please time and date stamp the  
enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing  
and recordation of the enclosed document and return the original and any extra copies of such  
document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1600 K Street, N.W.  
Suite 200  
Washington, D.C 20016-2973

If you have any questions or need further information, please do not hesitate to contact  
the undersigned (312-845-3747).

Sincerely,

CHAPMAN AND CUTLER

By Kyle W. Henderson  
Kyle W. Henderson

KWH  
Enclosures

**MEMORANDUM OF AMENDED AND RESTATED SECURITY AGREEMENT AND PERSONAL  
PROPERTY AND FIXTURES MORTGAGE**

Memorandum of Amended and Restated Security Agreement and Personal Property and Fixtures Mortgage, made and entered into as of September 28, 2001, by and between The Indiana Rail Road Company (the "*Company*") and Harris Trust and Savings Bank (the "*Bank*").

**WITNESSETH:**

The undersigned have entered into that certain Amended and Restated Security Agreement and Personal Property and Fixtures Mortgage, dated as of September 28, 2001 (the "*Security Agreement*"), by which the Company has granted a security interest in *all equipment now owned or hereafter acquired* to the Bank in order to secure the Company's and Midland United Corporation's performance of their respective obligations as described in that certain Second Amended and Restated Credit Agreement dated as of September 28, 2001. The Security Agreement amends and restates in its entirety that certain Security Agreement and Personal Property and Fixtures Mortgage dated as of April 1, 1994 between the Company and the Bank which was recorded with the Interstate Commerce Commission on April 15, 1994 at 9:25 a.m., Recordation No. 18768-A.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE INDIANA RAIL ROAD COMPANY

By Thomas G. Hoback  
Name: THOMAS G. HOBACK  
Title: PRESIDENT & CEO

Executed on this 19 day of October, 2001.

HARRIS TRUST AND SAVINGS BANK

By Helen A. Dimitriou  
Name: HELEN A. DIMITRIOU  
Title: VICE PRESIDENT

Executed on this 23 day of October, 2001.

RECORDATION NO. 18768-D FILED  
OCT 26 '01 2-08 PM  
SURFACE TRANSPORTATION BOARD

STATE OF Indiana )  
 ) SS.:  
COUNTY OF Marion )

On this, the 19<sup>th</sup> day of October, 2001, before me, a Notary Public in and for said County and State, personally appeared Thomas G. Hoback, who being by me duly sworn, says that (s)he is the President of THE INDIANA RAIL ROAD COMPANY, that said instrument was signed on October 19, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Michelle M. Molin  
Name: Michelle M. Molin  
Notary Public  
My Commission Expires: 02/19/09  
Residing in Hendricks County

STATE OF Illinois )  
 ) SS.:  
COUNTY OF Cook )

On this, the 23<sup>rd</sup> day of October, 2001, before me, a Notary Public in and for said County and State, personally appeared Helen A. Dimitriou, who being by me duly sworn, says that (s)he is the Vice President of HARRIS TRUST AND SAVINGS BANK, that said instrument was signed on October 23, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Nancy J. Skoda  
Name: Nancy J. Skoda  
Notary Public  
My Commission Expires: Nov. 2, 2004  
Residing in Illinois (Cook County)